



Notice of Exempt Offering of Securities

## U.S. 5

Intentional misstatement

ONB APPROVAL	
MB Number: 3235-0076	
pires: March 31, 2009	
timated average burden ours per response: 4.00	
ours per response: 4.00	

1287482

em 1. Issuer's identity		
Name of Issuer	Previous Name(s) None	Entity Type (Select one)
FrontPoint Offshore Multi-Strategy Fund Series A, L.P.		Corporation
Jurisdiction of Incorporation/Organization	PAACE	Limited Partnership
Cayman Islands		Limited Liability Company
	MAR 2 7	General Partnership
Year of Incorporation/Organization (Select one)		(Capacita)
Over Five Years Ago Within Last Five Y	ears Vet to THOMSON	REUIERS "
(specify year) If more than one issuer is filing this notice, ch tem 2. Principal Place of Business a	eck this box and identify additional issuer(s) beand Contact Information	by attaching Items 1 and 2 Continuation Page
Street Address 1	Street Address 2	
Two Greenwich Plaza		
City	State/Province/Country ZIP/Postal Code	Phone No.
Greenwich	CT 06830	203-622-5200
em 3. Related Persons	<u> </u>	<u> </u>
Last Name	First Name	Middle Name
FrontPoint Multi-Strategy Fund GP, LLC		
Street Address 1	Street Address 2	256
Two Greenwich Plaza		Mail Processin
City	State/Province/Country ZIP/Postal Code	Social.
Greenwich	CT 06830	$\{\hat{\eta}_i\}_{i=1}^n$ , we
Relationship(s): 🔀 Executive Officer	Director Promoter	. 11.35
Clarification of Response (if Necessary)	eral Partner of the Issuer	Westingui.
(Identii em 4. Industry Group (Select o	fy additional related persons by checking this box	and attaching Item 3 Continuation Page
<ul> <li>Agriculture</li> <li>Banking and Financial Services</li> </ul>	Energy	REITS & Finance
Commercial Banking	Electric Utilities	Residential
O Insurance	Energy Conservation	Other Real Estate
Investing	Coal Mining	Retailing
Investment Banking Pooled Investment Fund	Environmental Services Oil & Gas	Restaurants
Pooled Investment Fund  If selecting this industry group, also selecting the selection of t		Technology
type below and answer the question below	Ow:	Computers
Hedge Fund	Health Care  Blotechnology	Telecommunications
Private Equity Fund	Health Insurance	Other Technology
Venture Capital Fund	Hospitals & Physcians	Travel
Other Investment Fund	Pharmaceuticals	Airlines & Airports
Is the issuer registered as an investi company under the investment Co	mpany Other result care	Lodging & Conventions  Tourism & Travel Services
Act of 1940? Yes No	Manufacturing	Other Travel
Other Banking & Financial Services	Real Estate	<b>2</b>
	Commercial Commercial	Other

# U.S. Securities and Exchange Commission

Washington, DC 20549

Revenue Range (for issuer not specifying "hedg or "other investment" fund in Item 4 above)		Aggrega specifyir Item 4 al	ite Net Asset Value Range (for issuering "hedge" or "other investment" fund in
No Revenues	OR	rtem 4 a	oove) No Aggregate Net Asset Value
\$1-\$1,000,000		Č	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		6	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		8	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		Õ	\$50,000,001 - \$100,000,000
Over \$100,000,000		Õ	Over \$100,000,000
O Decline to Disclose		ĕ	Decline to Disclose
Not Applicable		ŏ	Not Applicable
item 6. Federal Exemptions and Exclusions	Claimed (Se	elect all th	at apply)
	Investment Con	npany Act Se	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(	c)(1)	Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(	c)(2)	Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3	c)(3)	Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3	(c)(4)	Section 3(c)(12)
Rule 505	Section 3		Section 3(c)(13)
Rule 506 Securities Act Section 4(6)	Section 3	(c)(6)	Section 3(c)(14)
Secultures Act Section 4(0)	Section 3	(c)(7)	<del>-</del>
Item 7. Type of Filing			
New Notice OR   Amendr	nent		
			Vat to Occur
Date of First Sale in this Offering: February 2, 2004	OR	First Sale	Tet to occur
	OR	First Sale	Tel to Occur
		First Sale	
tem 8. Duration of Offering  Does the issuer intend this offering to last more the		· 🗵 '	
tem 8. Duration of Offering  Does the issuer intend this offering to last more the tem 9. Type(s) of Securities Offered (Selection)	nan one year?	√X `	
Does the issuer intend this offering to last more the last more that the same of the last more that the same of the last more that the same of the last more than 1 to 1 t	nan one year?  ect all that app  Pooled	Ny)	Yes No
Does the issuer intend this offering to last more the last more that the same of the last more that the same of the last more that the same of the last more than the	nan one year?  ect all that app    Pooled   Tenan	Ny)	res No  nt Fund Interests on Securities
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Does the issuer intend this offering to last more the last more that the last more than t	nan one year?  ct all that app  Pooled Tenan  Miner	ily) d Investment-in-Commal Property	res No  nt Fund Interests on Securities
Does the issuer intend this offering to last more the litem 9. Type(s) of Securities Offered (Selective Debt)  Option, Warrant or Other Right to Acquire Another Security  Security to be Acquired Upon Exercise of Option,	nan one year?  ct all that app  Pooled Tenan  Miner	ily) d Investment-in-Commal Property	res No  nt Fund Interests on Securities
Does the issuer intend this offering to last more the litem 9. Type(s) of Securities Offered (Selective Control of Contro	ran one year?	d Investment-in-Commal Property (Describe)	res No  Int Fund Interests  In Securities  Securities

# U.S. Securities and Exchange Commission

Washington, DC Item 11. Minimum Investment	20549
Minimum investment accepted from any outside investor \$	100,000.00
Item 12. Sales Compensation	
Recipient	Recipient CRD Number
Morgan Stanley & Co. Incorporated	8209 No CRD Number
Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
	☐ No CRD Number
Street Address 1	Street Address 2
1585 Broadway	
City State/Province.	
New York NY States of Solicitation 🔀 All States	10036
AL	OTA: DE DE DE FLE GA HI ID  ME MD MA MI MN MS MO  NO DH DH DK OR PA  VT VA WA WO WI WY PR  tion by checking this box and attaching Item 12 Continuation Page(s)
(a) Total Offering Amount	OR Windows
(a) Total Offering Amount	OR Indefinite
(b) Total Amount Cold	
(c) Total Remaining to be Sold \$ (Subtract (a) from (b))  Clarification of Response (if Necessary)	OR 🛛 Indefinite
Item 14. Investors	
Check this box if securities in the offering have been or may be s number of such non-accredited investors who already have invested	sold to persons who do not qualify as accredited investors, and enter the ed in the offering:
Enter the total number of investors who already have invested in the	
Provide separately the amounts of sales commissions and finders' fe check the box next to the amount.	fees expenses, if any. If an amount is not known, provide an estimate and
٤	Sales Commissions \$ 0 Estimate
Clarification of Response (if Necessary)	Finders' Fees \$ 0 Estimate
With respect to certain Intermediaries, the general partner of the issuer (or an a	may pay a one-time up-front fee in addition to such investors' subscription amounts. affiliate) is expected to pay an annual ongoing fee calculated as a percentage of the mediaries in consideration for the sale, distribution, retention and /or servicing of not reflected herein.

number.

# U.S. Securities and Exchange Commission

Washington, DC 20549

n 16. Use of Proceeds		
lde the amount of the gross proceeds of the offering that has been or is p for payments to any of the persons required to be named as execu- tors or promoters in response to Item 3 above. If the amount is unknownate and check the box next to the amount.	utive officers.	0 Estimate
Clarification of Response (If Necessary)		
nature and Submission		
Please verify the information you have entered and review the Ter	ms of Submission below before signing a	and submitting this notice.
Terms of Submission. In Submitting this notice, each iden	ntified issuer is:	
Irrevocably appointing each of the Secretary of the SEC the State in which the issuer maintains its principal place of bushr process, and agreeing that these persons may accept service on is such service may be made by registered or certified mail, in any flagainst the issuer in any place subject to the jurisdiction of the U activity in connection with the offering of securities that is the suprovisions of: (i) the Securities Act of 1933, the Securities Exchange Company Act of 1940, or the investment Advisers Act of 1940, or State in which the issuer maintains its principal place of business Certifying that, if the issuer is claiming a Rule SOS exemple the reasons stated in Rule SOS(b)(2)(iii).  This undertaking does not affect any limits Section 102(a) of the Nation 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require "covered securities" for purposes of NSMIA, whether in all Instances or directively require offering materials under this undertaking or otherwise so under NSMIA's preservation of their anti-fraud authority.	ness and any State in which this notice is its behalf, of any notice, process or plead Federal or state action, administrative pronited States, if the action, proceeding or bject of this notice, and (b) is founded, dige Act of 1934, the Trust Indenture Act of any rule or regulation under any of these or any State in which this notice is filed. In prior, the Issuer Is not disqualified from the Issuer Iss	filed, as its agents for service of ing, and further agreeing that occeding, or arbitration brough arbitration (a) arises out of any irectly or indirectly, upon the fig39, the Investment estatutes; or (ii) the laws of the relying on Rule 505 for one of the fig39. The figure is a subject of this Form Diagraph of this form Diagrap
Each identified issuer has read this notice, knows the contents to undersigned duly authorized person. (Check this box and a in Item 1 above but not represented by signer below.)	be true, and has duly caused this notice ttach Signature Continuation Pages for s	to be signed on its behalf by this ignatures of issuers identified
lssuer(s)	Name of Signer	
FrontPoint Offshore Muti-Strategy Fund Series A, L.P.	T.A. MCKINNEY	
	Title	
Signature	Title	
Signature	ANTHORIZED SIGNATOR	
Signature  Number of continuation pages attached: 5		Date 3/12/09

## U.S. Securities and Exchange Commission

Washington, DC 20549

# Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name First Name	Middle Name
FrontPoint Partners LLC	
Street Address 1	Street Address 2
Two Greenwich Plaza	
City State/Province/Country	ZIP/Postal Code
Greenwich CT	06830
Relationship(s): Executive Officer Director Promote	,
Clarification of Response (If Necessary)	
Last Name First Name	Middle Name
Hagarty	
Street Address 1	Street Address 2
Two Greenwich Plaza	
City State/Province/Country	ZIP/Postal Code
Greenwich	06830
Relationship(s): X Executive Officer Director Promote	
Clarification of Response (If Necessary)	
- <del> </del>	
Last Name First Name	Middle Name
Last Name First Name  McKinney T.A.	Middle Name
	Middle Name Street Address 2
McKinney T.A.	
McKinney T.A. Street Address 1	
McKinney T.A.  Street Address 1  Two Greenwich Plaza	Street Address 2
McKinney T.A.  Street Address 1  Two Greenwich Plaza  City State/Province/Country  Greenwich CT	Street Address 2  ZIP/Postal Code  06830
McKinney  Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  CT  Relationship(s):   Executive Officer  Director  Promote	Street Address 2  ZIP/Postal Code  06830
McKinney T.A.  Street Address 1  Two Greenwich Plaza  City State/Province/Country  Greenwich CT	Street Address 2  ZIP/Postal Code  06830
McKinney  Street Address 1  Two Greenwich Plaza  Clty  Greenwich  CT  Relationship(s): X Executive Officer Director Promote  Clarification of Response (if Necessary)	Street Address 2  ZIP/Postal Code  06830
McKinney  Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  CT  Relationship(s):   Executive Officer  Director  Promote	Street Address 2  ZIP/Postal Code  06830
McKinney  Street Address 1  Two Greenwich Plaza  City  Greenwich  CT  Relationship(s):  Clarification of Response (if Necessary)  Last Name  Boyle  First Name  Geraldine	Street Address 2  ZIP/Postal Code  06830  or  Middle Name
Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  CT  Relationship(s): Executive Officer Director Promote  Clarification of Response (if Necessary)  Last Name  Boyle  Street Address 1	Street Address 2  ZIP/Postal Code  06830
Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  CT  Relationship(s):   Executive Officer  Clarification of Response (if Necessary)  Last Name  Boyle  Street Address 1  Two Greenwich Plaza	Street Address 2  ZIP/Postal Code  06830  or  Middle Name  Street Address 2
McKinney  Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  CT  Relationship(s): Executive Officer Director Promote  Clarification of Response (if Necessary)  Last Name  Boyle  Street Address 1  Two Greenwich Plaza  City  State/Province/Country	Street Address 2  ZIP/Postal Code  06830  Middle Name  Street Address 2  ZIP/Postal Code
Street Address 1  Two Greenwich Plaza  City State/Province/Country  Greenwich CT  Relationship(s): X Executive Officer Director Promote  Clarification of Response (if Necessary)  Last Name First Name  Boyle Geraldine  Street Address 1  Two Greenwich Plaza  City State/Province/Country  Greenwich CT	Street Address 2  ZIP/Postal Code  06830  Middle Name  Street Address 2  ZIP/Postal Code  06830
McKinney  Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  CT  Relationship(s): Executive Officer Director Promote  Clarification of Response (if Necessary)  Last Name  Boyle  Street Address 1  Two Greenwich Plaza  City  State/Province/Country	Street Address 2  ZIP/Postal Code  06830  Middle Name  Street Address 2  ZIP/Postal Code  06830
McKinney  Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  Relationship(s):  Ciarlification of Response (if Necessary)  Last Name  Boyle  Street Address 1  Two Greenwich Plaza  City  State/Province/Country  Greenwich  CT  Table 1  Table 2  State/Province/Country  CT  CT	Street Address 2  ZIP/Postal Code  06830  Middle Name  Street Address 2  ZIP/Postal Code  06830

#### U.S. Securities and Exchange Commission

Washington, DC 20549

#### **Item 3 Continuation Page**

item 3. Related Persons (Continued) Last Name First Name Middle Name William Jacoby Street Address 2 Street Address 1 Two Greenwich Plaza State/Province/Country City ZIP/Postal Code 06830 Greenwich Executive Officer Director Promoter Relationship(s): Clarification of Response (If Necessary) Middle Name Last Name First Name Eric Mendelsohn Street Address 2 Street Address 1 Two Greenwich Plaza State/Province/Country ZIP/Postal Code City 06830 Greenwich Relationship(s): X Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name Middle Name First Name Eng Michelle Street Address 2 Street Address 1 Two Greenwich Plaza State/Province/Country ZIP/Postal Code City 06830 CT Greenwich X Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name Street Address 2 Street Address 1 State/Province/Country City ZIP/Postal Code ☐ Executive Officer ☐ Director ☐ Promoter Relationship(s): Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary.)

## U.S. Securities and Exchange Commission

Washington, DC 20549

#### Item 12 Continuation Page

### Item 12. Sales Compensation (Continued)

Reciplent	Recipient CRD Number	
Morgan Stanley & Co. International plc		No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number	
		No CRD Number
Street Address 1	Street Address 2	l
25 Cabot Square, Canary Wharf		
City State/Province	e/Country ZIP/Postal Code	
London Englai	nd E14 4QA	
States of Solicitation All States  ALS AKS AZS AR CAS COS COS COS COS COS COS COS COS COS CO	ME MD MA MI DINY NO ME	GA HI ID MN MS MO OK OR PA WI WY PR
Recipient	Recipient CRD Number	7
Morgan Stantey Bank International Limited		No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number	_
		No CRD Number
Street Address 1	Street Address 2	
25 Cabot Square, Canary Wharf		
City State/Province	e/Country ZIP/Postal Code	
London Engla	nd E14 4QA	
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# U.S. Securities and Exchange Commission

Washington, DC 20549

#### Item 12 Continuation Page

#### Item 12. Sales Compensation (Continued)

Recipient		Recipient (	RD Number		
Morgan Stanley Asia Limited					No CRD Number
(Associated) Broker or Dealer None		(Associated	l) Broker or Dea	ler CRD Numbe	er .
					No CRD Number
Street Address 1		Street Add	ress 2		<b>-</b>
Three Exchange Square Central					
City	State/Province	/Country	ZIP/Postal Co	ode	
Hong Kong	SAR				
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Recipient		Recipient	CRD Number	<del></del>	<del></del> 1
Morgan Stanley Asia					No CRD Number
(Associated) Broker or Dealer None		(Associate	d) Broker or De	aler CRD Numb	per
					No CRD Number
Street Address 1		Street Add	ress 2		<del></del>
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# U.S. Securities and Exchange Commission

Washington, DC 20549

#### Item 12 Continuation Page

#### Item 12. Sales Compensation (Continued)

Sank Morgan Stanley AG						
Associated) Broker or Dealer   None   (Associated) Broker or Dealer CRD Number   No CRD Number	Recipient		Recipient CR	ID Number		
Street Address 1   Street Address 2   State/Province/Country   ZIP/Postal Code   States of Solicitation   All States   All   No   No   No   No   No   No   No	Bank Morgan Stanley AG					No CRD Number
Street Address 1  Street Address 2  Street Address 2  Street Address 2  State/Province/Country  States of Solicitation	(Associated) Broker or Dealer	None	(Associated)	Broker or Dealer	CRD Number	
State   Stat						No CRD Number
States of Solicitation   All States   Switzerland   Switze	Street Address 1		Street Addre	ss 2		_
States of Solicitation   All States   All St	Bahnhofstrasse 92					
States of Solicitation   All States   All St	City	State/Province	e/Country	ZIP/Postal Code	<del></del>	
AR	CH-8023 Zurich	Switze	rland			
AR				t		
AR						
IL   IN   IA   KS   KY   LA   ME   MD   MA   MI   MN   MS   MO   MT   NE   NV   NH   NV   NM   NV   NS   ND   OH   OK   OR   PA   NT   SC   SD   TN   TX   UT   VT   VA   WA   WV   WI   WY   PR   Recipient   Recipient   CRD Number   No CRD Number   Associated) Broker or Dealer   None   (Associated) Broker or Dealer CRD Number   No CRD Number   No CRD Number   No CRD Number   Street Address 1   Street Address 2   State/Province/Country   ZIP/Postal Code   States of Solicitation   All States   A	AT THE PROPERTY OF THE PROPERT					
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Recipient Recipient CRD Number No CRD Number No CRD Number Associated) Broker or Dealer None (Associated) Broker or Dealer No CRD Number No CRD Number No CRD Number Street Address 1 Street Address 2  City State/Province/Country ZIP/Postal Code	The state of the s	CONTRACTOR AND PROPERTY PROPERTY AND ADDRESS OF THE PROPERTY ADDRE				
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	<u> </u>					

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